



THE BANK OF NEW YORK MELLON

Default Administration Group
101 Barclay Street – 8W
New York, NY 10286

August 20, 2010

Mr. Albert VanDenBergh
Director, Treasury
Delphi Corporation
5725 Delphi Drive
Troy, Michigan 48098

Re: County of Trumbull Sewage Disposal Bonds
(General Motors Corporation Project) Series 1994 (the "Trumbull Bonds")

Dear Mr. VanDenBergh:

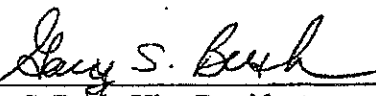
As I mentioned to you in my previous letter of March 16, 2010, The Bank of New York Mellon ("BNYM"), as successor indenture trustee for the Trumbull Bonds, has been engaged in an ongoing inquiry to determine the current obligor under the Loan Agreement (the "Loan Agreement") dated July 1, 1994 between the County of Trumbull, Ohio (the "County") and General Motors Corporation ("Old GM") which is the source of the funds for the payment of the Trumbull Bonds.

After numerous communications with Old GM, the Motors Liquidation ("New GM") and their professional advisors, BNYM has been provided with a copy of an Assignment and Assumption Agreement – Industrial Development Bonds, dated as of January 1, 1999 (the "Assignment Agreement") between Delphi Automotive Systems LLC ("Delphi") which provides that 100% of the obligation under the Loan Agreement were assumed by Delphi. I have enclosed a copy of the Assignment Agreement. Since obligations under the Loan Agreement were paid by Delphi through July of 2009, and both Old GM and New GM have confirmed that Delphi remains obligated under the Loan Agreement, we request that Delphi immediately cure the existing defaults under the Loan Agreement and affirm its obligation to make all future payments.

Please contact me at (212) 815-2747 to arrange the payment of the past due installments under the Loan Agreement.

Very truly yours,

The Bank of New York Mellon,
as Indenture Trustee

By: 
Gary S. Bush, Vice President